

Adopted September 30, 1978
Revised September 10, 2018
Revised December 10, 2020
Revised June 7, 2021

VIRGINIA COMMISSION FOR THE ARTS (VCA)
BY-LAWS

ARTICLE I
Offices

The principal office of the VCA shall be located at Main Street Centre, 600 East Main Street, Suite 330, Richmond, VA 23219.

ARTICLE II
Composition Duties and Authorities of the VCA

1. The VCA is a supervisory commission within the meaning of Virginia Code § 2.2-2100 in the executive branch of state government. It is comprised of thirteen members as specified in Virginia Code § 23.1-3222. Each member of the Commission (“Commissioner”) is governed by Virginia Code §§ 23.1-3222 through 23.1-3228.
2. The duties of the Commission are those specified in Virginia Code § 23.1-3223. These duties will be carried out within the framework of policy established by the General Assembly of Virginia as interpreted by the Governor.

ARTICLE III
Officers

1. Chair: The principal officer of the Commission is its Chair, who will preside over all meetings of the Commission. The Chair will be elected annually by a majority vote of the Commission. In the event the Chair is unable to preside over a meeting of the Commission, the Vice Chair of the Commission will act in that capacity.
2. Vice Chair: A Vice Chair will be elected annually by a majority vote of the Commission. In the event the Chair is unable to preside over a meeting of the Commission, the Vice Chair will carry out that responsibility. The Vice Chair will ensure that the Commissioners are individually and collectively clear about expectations and objectives.
3. Secretary: The Secretary will be responsible for the accuracy of the minutes of all Commission meetings and will work with staff to ensure clear and consistent communication with the Commissioners.

4. Ex Officio Committee membership: The Chair, Vice Chair, and Secretary will serve as ex-officio members of all standing and special committees of the Commission, except Nominating.
5. The Commission will elect the above-mentioned officers annually at the meeting held in the last quarter of the fiscal year. The terms of office for Commission officers will begin with the commencement of the fiscal year.
6. Method of Nomination: A nominating committee, comprised of Commissioners, will nominate a slate of officers to the Commission for consideration at its last quarterly meeting.
7. Succession: Should the elected Chair of the Commission be unable to serve or complete his/her term of office, the Vice Chair of the Commission will become Chair. Should both the Chair and Vice Chair be unable to serve, the Commission will elect an Acting Chair who will serve until the last quarterly meeting, at which time a new slate of officers will be elected.

ARTICLE IV Meetings

1. Regular: The Commission will hold quarterly meetings. Such meetings will be held at places and at times fixed by resolution of the Commission or upon call of the Chair. At least three (3) business days' notice will be given of regular meetings held at times and places fixed by resolution of the Commission.
3. Remote Participation by Commissioners by Reason of Personal Matter, Medical Condition, or Medical Condition of Family Member. Pursuant to Virginia Code § 2.2-3708.2(A), Commissioners who have a medical condition, a family member whose medical condition requires the Commissioner's care, or personal matter rendering them unable to attend a meeting in person may participate in meetings by electronic means if, on or before the day of a meeting, a Commissioner notifies the Chair or committee chair that:
 - a. Such Commissioner is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the Commissioner's physical attendance;
 - b. Such Commissioner has a family member whose medical condition requires the Commissioner to care for the family member, thus preventing the Commissioner's attendance; or
 - c. Such Commissioner is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.

Requests pursuant to this paragraph must be in writing and sent by mail, fax, or email to both the Commission Chair and the committee chair when applicable, with a copy to the Commission Executive Director. A request must specify the reason the Commissioner cannot be physically present at a meeting, except that specific details of a medical condition or of a family member's

medical condition are not required. All requests must be followed by a phone call to the Commission's Executive Director advising that the written request is forthcoming to ensure that the request is received.

The Chair or committee chair is authorized to approve such remote participation, and will notify the Commission or committee of the approval. Any decision to disapprove remote participation may be made by a vote of the Commission or committee.

The minutes will include the remote location from which the Commissioner participated. If the Commissioner's remote participation is due to a medical condition of the Commissioner, or of a family member and requiring the Commissioner's care, the minutes will include this information. If the Commissioner's remote participation is due to a personal matter, the minutes will include the specific nature of the personal matter.

Note: portions of this rule, related to the care of a family member, do not go into effect until July 1, 2021.

2. **Special:** Additional meetings of the Commission may be called by the Chair or by two-thirds of the Commissioners. Notice, reasonable under the circumstance, of special, emergency, or continued meetings will be given contemporaneously with the notice provided to the Commissioners. Business transacted at a special, emergency, or continued meeting will be limited to that mentioned in the meeting call notification.
3. **Quorum:** At any meeting of the Commission, a majority of the Commissioners then in office will constitute a quorum for the transaction of business. The act of the majority of the Commissioners present at a meeting at which a quorum is present will be an act of the entire Commission.

ARTICLE V Committees

1. **Executive Committee:** The Executive Committee will consist of the Commission's elected officers: the Chair, the Vice Chair, and the Secretary. The Executive Committee will be empowered to act on behalf of the Commission in the period of time between regular Commission meetings. The Executive Committee will report actions taken between meetings to the Commission.
2. **Standing Committees:** The Chair reviews and constitutes the standing committees of the Commission at the beginning of each fiscal year, appointing at least three Commissioners to each committee. All committees report at least annually to the Commission.

3. **Nominating Committee:** A Nominating Committee, comprised of three Commissioners, will be elected by the Commission at its next-to-last quarterly meeting of the year. The Nominating Committee will propose the slate of officers for the Commission to consider at its last quarterly meeting of the year.
4. **Special Committees:** The Chair may, or will, as directed by the Commission, appoint special committees for specific purposes.

ARTICLE VI **Advisory Panels**

1. The Commission will create advisory panels to assist it in ways deemed appropriate by the Commission.
2. The Commission may consolidate, subdivide, terminate or otherwise structure advisory panels as the Commission in its sole discretion may determine to be most efficient for its necessary operations at a given time.

ARTICLE VII **Method of Amending By-Laws and/or Policies**

1. Proposed By-Laws amendments and/or revisions must be submitted in writing at the meeting immediately preceding the one at which they are to be acted upon.
2. Changes in the By-Laws require an affirmative vote by two-thirds of the complete membership of the Commission.

Policies may be established, amended, or rescinded by majority vote of the quorum present when previous notice or notice in the meeting call has been offered. Should such notice not have been provided, policies of the Commission may only be changed by a two-thirds vote of the entire Commission membership.